

# *SystemDay*

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**REPUBLIC OF SIERRA LEONE  
THE COMPANIES ACT NO. 5 OF 2009  
COMPANY LIMITED BY SHARES**

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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**(Name of Company) LIMITED**

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**INCORPORATED THE**

**DAY OF**

**201**

**REPUBLIC OF SIERRA LEONE**  
**THE COMPANIES ACT NO. 5 of 2009**  
**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**Xxxxxxxxxxxxxxxxxx LIMITED**

1. The name of the Company is xxxxxxxxxxxxxxxxxxxx LIMITED.
2. The Registered Office of the Company shall be situated in the Republic of Sierra Leone.
3. The OBJECT(S) for which the Company is established is:-

**(List activities to be carried out or engaged in by the company)**

**AND IT IS HEREBY AGREED THAT:**

Each of the objects of the Company as specified in each of the foregoing paragraphs of clause (3) (except only if and in so far as other expressly provided in any paragraph) shall be separate and distinct objects of Company, and shall not in anyway be limited by reference to other paragraphs or the order in which the same occur or the name of the Company. The word 'COMPANY' in this clause be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in Sierra Leone or elsewhere and intention is that the objects specified in each paragraph be in no way limited or restricted by reference to or interference with the forms of any paragraph or name of the company.

4. The liability of the Members of the Company is limited.
5. The share capital of the Company is Le (insert share capital of company) divided into (number of shares) of each.
6. The Company has power from time to time to increase its capital as ordinary, preferred, or deferred shares, and to attach to any class or classes of shares any preferences,

rights, privileges, or conditions or to subject the same to any restrictions or limitations that may be determined before the issue of the shares affected thereby.

**We**, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this MEMORANDUM OF ASSOCIATION, and we respectively agree to take the number of shares in the capital of the company set opposite our names.

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<b>NAMES ADDRESSES DESCRIPTION AND NATIONALITY OF SUBSCRIBERS</b>	<b>NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER</b>	<b>SIGNATURE</b>
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1.

2.

3. etc.

Dated the      day of      20

Witness to the above signatures:

Name:

Address:

Occupation

Signature:

**REPUBLIC OF SIERRA LEONE  
THE COMPANIES ACT NO. 5 of 2009  
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

XXXXXXXXXXXXXXXXXXXXXXXXXXXXd

**PRELIMINARY**

The Regulations set out in Table A of the First Schedule to the Companies Act (hereinafter referred to as Table "A") shall except as hereinafter provide apply to apply to the Company.

**PRIVATE COMPANY**

**SHARE CAPITAL**

**TRANSFER OF SHARES**

**TRANSMISSION OF SHARES**

**FORFEITURE OF SHARE**

**GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS**

**VOTE OF MEMBERS**

**DIRECTORS**

**INDEMNITY**

**SEAL**

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<b>NAMES ADDRESSES DESCRIPTION AND NATIONALITY OF SUBSCRIBERS</b>	<b>NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER</b>	<b>SIGNATURE</b>
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1.

2.

3. etc.

Dated the      day of      20

Witness to the above signatures:

Name:

Address:

Occupation

Signature:

